



April 12, 2007

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20054

Re: *Ex Parte* Communication in MB Docket No. 07-57 (Consolidated Application for Authority to Transfer Control of XM Radio Inc. and Sirius Satellite Radio Inc.); MB Docket No. 06-121 (2006 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996); MB Docket No. 02-277 (2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996); MM Docket No. 01-317 (Rules and Policies Concerning Multiple Ownership of Radio Broadcast Stations in Local Markets); and MM Docket No. 00-244 (Definition of Radio Markets)

Dear Ms. Dortch:

As a follow-up to the *ex parte* notice filed on April 12, 2007, by Mr. Whit Adamson of the Tennessee Association of Broadcasters (“TAB”), I provided to Commissioner Tate on April 10, 2007 the attached late-filed written *ex parte* communication. In the April 6, 2007, meeting that was the subject of that notice (a copy of which is attached for your convenience), Commissioner Tate raised questions about the interrelationship between broadcasters’ positions concerning the proposed XM-Sirius merger and media ownership rules for terrestrial radio. The attached written *ex parte* communication endeavored to respond to these questions and provide Clear Channel’s position regarding these issues.

In accordance with Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, one copy of this letter is being filed electronically. Please feel free to contact me if you have any questions regarding this matter.

Respectfully submitted,

/s/ Thomas English
Thomas English
Vice President and Market Manager

Ms. Marlene H. Dortch
Page 2
April 12, 2007

Enclosures: *Ex parte* of Whit Adamson, Tennessee Association of Broadcasters (April 12, 2007)
Written *ex parte* communication of Thomas English



**TENNESSEE ASSOCIATION
OF BROADCASTERS**

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Electronically Filed

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445 Twelfth Street, SW
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Dear Ms. Dortch:

This is to notify you that on April 6, 2007, the broadcasters identified below met with Commissioner Tate and discussed broadcasters’ request that the FCC avoid government action that seriously distorts the marketplace: Whit Adamson, President, Tennessee Association of Broadcasters; Tom English, V.P. and Market Manager, Clear Channel Communications; Bud Walters, President, The Cromwell Group and Craig Jacobus, President, South Central Communications.

The broadcasters noted their concerns with the XM-Sirius merger and its adverse impact on free radio and listeners. Also during the course of the conversation the need for local radio ownership deregulation was discussed.

In accordance with Section 1.1206 of the Commission’s Rules, 47 C.F.R. § 1.1206, one copy of this letter is being filed electronically. Please direct any questions concerning this matter to the undersigned.

Respectfully submitted,

Whit Adamson
President, TAB

cc: Chris Robbins, Legal Advisor to Commissioner Debra Taylor Tate

Commissioner Tate:

Thank you again for your time and information last Friday in Nashville. You asked me for two pieces of information and the answers are below.

1 - You said that there were questions regarding the reconciliation of your statements about the consolidation of terrestrial radio vs. the XM/Sirius merger. The responses below were composed by our Government Affairs folks so they might be a little skewed toward our specific goals (imagine that) but I hope you find them helpful:

Q: How do you reconcile your past recognition of all the entertainment options like iPods, Internet radio, satellite radio, etc) available to consumers as one of the reasons for relaxing local radio ownership rules with your present concerns with a merger of XM and Sirius being a monopoly?

A: My position opposing the XM-Sirius merger and supporting a significant relaxation of local radio ownership rules is completely consistent with my primary guiding principle: avoid government action that seriously distorts the marketplace. Government approval of the XM-Sirius merger would concentrate so much spectrum in one company--more than the combined, entire AM and FM bands with the capacity to transmit more than 300 channels into every local market in the country--that it would jeopardize the ability of free, over-the-air radio to carry out its core mission of providing local news and information. Similarly, the current local radio ownership rules are so restrictive, especially in large markets, that they distort the marketplace by depriving companies of the ability to realize ordinary efficiencies of operation while providing no meaningful countervailing benefits.

OR

A: My main concern is how can free radio survive when a combined XM-Sirius would control more spectrum in every market in the country than the entire AM/FM band combined? This unfair spectrum advantage would give the company the ability to reach 100% of satellite radio listeners both locally and nationally, transmit more than 300 channels into every local market, lock up quality programming, and siphon off advertising revenue (first nationally then locally) while the number of stations free, terrestrial broadcasters can own in any market remains capped at eight in only the largest markets – and much lower caps in smaller markets. Local broadcasters simply cannot compete in a meaningful way with such unequal regulatory treatment. This disparity harms the overall market and the listening public. And this reality has nothing to do with my recognition that

consumers have choices in listening options – whether it be Internet radio, iPods, or satellite or terrestrial radio. My main priority is to make sure that free radio remains a lifeline for those who cannot afford a monthly subscription fee and an additional choice for those who can afford that monthly fee.

OR

A: It really is quite simple -- I consistently oppose a regulatory system that would disadvantage free, terrestrial broadcasting – the only platform that is free to listeners and operates in the public interest.

Regardless of how one defines the market, the proposed XM-Sirius merger concentrates too much spectrum in one company. If the market is defined as just satellite radio services, the merger creates a monopoly, the antithesis of every major telecommunications initiative that Congress and the FCC have been promoting for the past two decades.

If the market is defined as all audio services, the proposed XM-Sirius merger would have one company controlling more spectrum in every market in the country than the AM/FM band combined. This unfair spectrum advantage would pose an unacceptable threat to the core mission of free, over-the-air radio to serve local communities by providing high quality and diverse news and information. A combined XM-Sirius could transmit over 300 channels of programming to every local market in the country compared with a maximum of eight (13 if one includes HD channels) that any single terrestrial radio broadcaster could own in any local market. Such a gross ownership disparity creates such a lopsided competitive advantage for a single company that it utterly distorts the marketplace.

All local radio stations have to compete against the 300+ satellite radio channels that are pumped into their local markets everyday. That is a reality. What is also a reality is that local radio stations cannot by definition compete in the national satellite radio market – local radio stations do not offer mobile, ubiquitous, subscription programming. Even the FCC, in granting the two SDARs licenses, noted free radio's inherent inability to provide satellite radio service. But no matter how broad the market is defined, it is not broad enough to allow this merger. Rather, the FCC should be focusing its attention on how to ensure the continued vitality of free radio by moving forward on its review of reasonable relaxation of the local ownership rules.

2 - Your other request was for contacts at The University of South Florida in Tampa to potentially help set up a panel to discuss younger listening habits. This list was submitted by our Tampa Market Manager, Dan Diloreto:

Edward Jay Friedlander-Professor specializing in mass communications and society.

Kenneth C. Killebrew Jr. Associate Professor specializing in television reporting, writing public policy and opinion.

Larry Z. Leslie-Associate Professor specializing in media ethics, mass comm. theory and impact on society.

All the above can be reached at 813-974-2591.

Because UF is only a couple of hours away below two names you might want to add.

Terry Hynes, Ph. D- Dean and Professor College of Journalism and Comm.. email thynes@jou.ufl.edu.

Rebecca Hoover- Director of Development College of Journalism and Comm.. email rhoover@jou.ufl.edu

If there is anything further I can do please don't hesitate to call.

Tom